

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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ONIB APPROVAL
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This Macapa Drive, Los Angeles, California 90068 Comment Comm	Media International Concepts, Inc.
PROCESSED	1115 Macapa Drive, Los Angeles, California 90068
Specific Commission (SEC) on the earlier of the date it was marked by United States registered or certified mail to that address. When to File: U.S. Securities and Exchange Commission, 450 File Street N.W., Washington, D.C. 20549. Capies Required: Five (S) capies of this notice must be filed with the SEC, one of which must be manually signed cupy or bear typed or printed signatures. Information requested to Pan C, and any manusical changes from the information previously supplied in Parts A and R. Part E and the Appendix need on filed with the SEC. Filing Fee: There is no feetersh filing fee. Sitate: This notice is not feetersh filing fee.	Finders
Distinguish Comporation Initial partnership, already formed Distinguish other (please specify):	
Actual or Estimated Date of Incorporation or Organization: Old DH Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada: FN for other foreign jurisdiction). [] [] GENERAL INSTRUCTIONS Federal: Who short File: All issuers making an offering of securities in releasee on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 170(6). When on File: A notice most be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was malked by United States registered or certified mail to that address. Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street N.W., Washington, D.C. 20549. Copiex Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed cupy or bear typed or printed signatures. Information Required: A new filing must centain all information requested only report the name of the issuer and offering, any changes thereto, the information requested in Part E and the Appendix need only filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limital Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and	Type of Duylings December than
Actual or Estimated Date of Incorporation or Organization: O[8] [7] [7] [8] [8] [8] [8] [8] [8] [8] [8] [8] [8	X corporation
Federal: Who Miest File: All issuers making an offering of securities in releases on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When in File: A making most be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was malked by United States registered or certified mail to that address. Where in File: U.S. Securities and Exchange Commission, 450 Fifth Street N.W., Washington, D.C. 20549. Copies Regulard: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULDE) for sales of securities in those states that have adopted ULDE and	Actual or Estimated Date of Incorporation or Organization: 0 B D H
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made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filled in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.	that have adopted this form. Issuers relying on ULOF must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall
A DAVIC INCUPEDICATION DATA	

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director for corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	⊠ Director	General and/or Managing Partner
full Name (Last name first, if maintainal)					
Marcovsky, Michael.					
Dustriers or Residence Address (Number and					
7115 Macapa Drive, Los Ans					Mary Mary Mary Mary Mary Mary Mary Mary
Check Box(es) that Apply:	Promoter	Beneficial	Lixecutive	Director	General and/or
Full Name (Lass name line, if tralivaleal)		Owner	Officer		Managing Partner
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Business or Residence Address (Number and	Sucet, City, State, Zip Co	(h)	**************************************		
Check Box(es) that Apply:	Promoter	Beneficial	Executive	Director	Cieneral and/or
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Foll Name (Last name fast, if individual)					
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2. What	is the minin	num investr	nent that wi	ll be accepte	d from any	individual?	,		Yes ⊠	No		
3. Does	the offering	permit join	t ownersfup	of a single u	?	**********	.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		E.3	Ü		
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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this hex f(x) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Sold Already
Debt	\$	\$
Equity	\$ 1,000,000	\$ 199,750
[X] Common [ ] Preferred		1 427, 730
Convertible Securities (including warrants)	\$	\$
Partnership Interests	\$	\$
Other (Specify: )	S	\$
Total	\$ 1,000,000	\$/20,750
	·	\$ 129,750

Answer also in Appendix, Column 3, if filing under ULOF.

2. Enter the number of accredited and non-necredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".

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Accredited Investors		\$ (994750
Non-accredited Investors		\$
Total (for filings under Rule 504 only)		\$ 29,750

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under <u>Rule 504</u> or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$ 1
Regulation A		\$
Rule 504	Common Stock	\$ /94/750
Total		\$ 1/2

4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an extimate and check the box to the left of the estimate.

Transfer Agent's Fees		\$ 200.00
Printing and Engraving Costs		S
Legal Fees	⊠×	\$ 5,000.00
Accounting Fees		S gg c thirt piese
Engineering Fees		\$
Sales Commissions (specify finders' fees separately)		\$
Other Expenses (identify: administrative expenses and	⊠x	\$ 21,400,00
state filing fees)		
l'iotal		\$ <del>\$3.5000</del> 2 6,206

4.b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer,"

1	\$ 98 500	 
ı	3 18 210	 

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the nurposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of payments fisted must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.

Salaries and fees
Purchase of Real Estate
Purchase, rental or leasing and installation of muchinery and equipment
Construction or leasing of plant buildings and facilities
Acquisition of other businesses (including the value of securities
involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger
Repayment of indebtedness
Working Capital
Other Expenses (identify)
Column Totals
Total Payments Listed (column totals added)

Payments to Officers,	Payments to Others
Directors & Affiliates	
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ŤT TOTAL	\$
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X	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the indersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Seed (Figu Sane)	Signature	Dank:
Media International Concepts, Inc.	Ma // Many	2004
Name of Super (Prox or Type)	THE OF THE TYPE	10 10 10 10 10 10 10 10 10 10 10 10 10 1
Michael Marcovsky	President	

ATTENTION
Intentional missiatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)

### E. STATE SIGNATURE

- 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes  $\square$  No  $\boxtimes$  See Appendix, Column 5, for state response.
- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

72872004 12.31 18A 810 211 3000 NE & 7 EE

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

house (Print Naise)	Significante Their
Media International Concepts, Inc.	JUNE 14. 2004
Nation of Signer (Print of Type)	Jakes Signer (Parit of John St.
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Michael Marcovsky	Prosident
1	1 1941579813
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#### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

				APPEN	DIX				
ı	Intend to sell to non- accredited investors in State (Part B-Item I)		3 Type of Security and aggregate offering price offered in state (Part C-stem 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State III.OE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Ves	No		Number of Accredited Investors	- Aunuut	Number of Non- Accredited Investors	Amount	Ves	No
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MN						t			
1	intend to	2 kell to non- investors in t H-I(cm ()	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of laves	or and amount p	4 archased in State (Pau	rt C-ltem 2)	Disqualific State t/L attack exp	S ntion under OF (if yes, innation of granted)

State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
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^{*}previous filing inadvertently counted one investor twice